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1 UNITED STATES DISTRICT COURT
2 SOUTHERN DISTRICT OF NEW YORK

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3 HENRY MCLEAN and EDWIN RIVERA,

4 Plaintiffs,

5 v.

10 CV 3950 (DLC)

09 CV 9325 (DLC)

6 GARAGE MANAGEMENT CORP., et
7 al.,

8 Defendants.

9 -----x

10 February 6, 2012

2:00 p.m.

11 Before:

12 HON. DENISE L. COTE,

13 District Judge

14 APPEARANCES

15 KAHN OPTON LLP

16 Attorneys for Plaintiff Class

17 BY: STEPHEN H. KAHN

18 LAW OFFICE OF JUSTIN A. ZELLER

Attorneys for Plaintiff Ramirez

19 BY: BRANDON D. SHERR

20 LITTLER MENDELSON

Attorneys for Defendants

21 BY: MICHAEL WEBER ELIAS KAHN

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1 THE COURT: We'll take appearances. We have two cases
2 here. The first one is Mclean 10 Civ. 3950, the second is
3 Ramirez 09 Civ. 9325.

4 Let's take appearances first in Mclean for the
5 plaintiffs.

6 MR. KAHN: Stephen H. Kahn, the law firm of Kahn Opton
7 LLP.

8 THE COURT: And you are assisted by?

9 MR. KAHN: No.

10 THE COURT: No. You're in this case, the plaintiffs?

11 MR. SHERR: Yes, ma'am, Brandon Sherr from the Law
12 Office of Justin A. Zeller for the Ramirez plaintiff.

13 THE COURT: Okay, thank you.

14 And for Garage Management, the defendant in both
15 cases?

16 MR. WEBER: Michael Weber and Elias Kahn, Littler
17 Mendelson. Also --

18 MS. HERZBERG: I'm not stating an appearance. I'm here
19 on behalf of Garage Management instead of the client, Aliza
20 Herzberg.

21 THE COURT: Okay, Aliza?

22 MS. HERZBERG: A-l-i-z-a, Herzberg, H-e-r-z-b-e-r-g.

23 THE COURT: And also Mr. Weber.

24 MR. WEBER: Yes, your Honor, Michael Weber and Elias
25 Kahn, counsel for the defendants in both cases. My colleague,

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1 Elias Kahn.

2 THE COURT: Oh, I'm sorry. Thank you. Much
3 appreciated.

4 So I have a series of letters.

5 I have a January 30th letter from the plaintiffs in
6 the McLean case, a February 2nd letter from defense counsel,
7 and February 3rd submissions from Mr. Kahn and from defense
8 counsel.

9 There are two sets of issues at least that we need to
10 address today, and one is the issue about the opt outs, and a
11 second is the issue of the time records or time cards.

12 We are facing a pretrial order date of February 17th
13 in this case. These cases are on the March 12th trial ready
14 calendar.

15 I issued an opinion in August of last year, dealing
16 with some of the defenses the defendants had sought to
17 interpose with respect to overtime pay claims. And a
18 scheduling order in October set the schedule, largely set the
19 schedule under which we're now operating.

20 The question of the opt outs is a very significant
21 one. The notice to the class was mailed on or about
22 November 23rd. And I understand that there are roughly 17 opt
23 outs so far, that at least the Court has record of. I don't
24 know precisely how large the class is, but there were 68
25 garages at the time of the opinion that was issued last year.

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1 And the dates of the exclusion requests that we have
2 records of, run from early December, December 11th up until
3 January 19th. Only a handful were received before by this
4 Court before January 24th.

5 Almost of the exclusion requests that we have received
6 are dated -- well, were received by the Court between
7 January 24th and January 27th -- at least that's when it was
8 entered in the Court's records. And the dates of those
9 exclusion requests on the documents, themselves, run
10 principally since January 18th, though there are a handful from
11 an earlier period of time.

12 When I issued the order in this case that dealt with
13 some of the scheduling issues and also with -- well, let me
14 start again.

15 When I issued my October 21st order, which dealt with
16 some of the findings for certification of a class, I ordered,
17 among other things, that defense counsel may not communicate or
18 cause his clients to communicate with class members regarding
19 this litigation and the decision to opt out of the class
20 action, unless prior consent is obtained from the Court or
21 class counsel.

22 And in a recent endorsement of January 17th, I
23 permitted the defendants to speak with garage managers about
24 this litigation, but only when the garage manager initiated the
25 conversation, and only to provide the garage manager with

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1 another copy of the notice and its attached exclusion request,
2 or to direct the garage manager to plaintiffs' counsel.

3 It would appear that the letter of the order was not
4 followed, nor was the spirit complied with. I have a
5 declaration from a Mike Isaac, I-s-a-a-c, submitted with a
6 February 2nd letter from defense counsel, which is less than
7 clear about precisely who did what, but it looks as if
8 Mr. Isaac was requested to and did contact and initiate
9 discussions with garage managers about this litigation.

10 I have an application from plaintiffs' counsel to
11 address 13 requests -- that's plaintiffs' counsel number --
12 essentially, all requests to opt out of the class action
13 generated on January 17th or thereafter.

14 And based on the history here and the pattern of the
15 submission of these opt out requests at the very end of the
16 class period, which is to close or did close January 27th, I am
17 going to make inquiry and, if necessary, conduct a hearing. I
18 would want Mr. Isaac, and anyone else from Garage Management
19 Corporation, who had contact with any individual opting out
20 plaintiff to testify. Depending on what I hear at that
21 hearing, I will take testimony from each of the plaintiffs who
22 opted out on January 17th or thereafter. But I think for our
23 purposes, we should assume that those opt out requests may be
24 stricken.

25 MR. WEBER: Can I ask for a clarification, your Honor?

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1 THE COURT: Yes.

2 MR. WEBER: The declaration of Mike Isaac, to me,
3 complies with your Court's ruling, as far as responding to
4 inquiries. So I understand you may want a hearing to get
5 further testimony.

6 When you say "may be stricken," under what
7 circumstances would the Court consider striking the opt outs?

8 THE COURT: Okay. Well, let's look at Mr. Isaac's
9 declaration. I mean, the ultimate issue here is whether
10 intimidation and fears of retaliation have driven an individual
11 to opt out of the class, when that individual would not
12 otherwise have chosen to do so. So those are the rights that
13 are at stake here.

14 Looking at Mr. Isaac's declaration, he says "That
15 garage managers contacted Garage Management Corporation to
16 notify us," et cetera.

17 I don't know which garage managers contacted who at
18 Garage Management Corporation. I don't know if Mr. Isaac is
19 referring to himself, though he's speaking in the third person.
20 I don't know who he refers to, who he is referring to as "us".

21 Then later on in paragraph four, Mr. Isaac says, "I
22 was asked to deliver the forms to the manager." It doesn't
23 identify who made that request of him. Later in that same
24 paragraph, he says, "Once it got out that several managers had
25 not received the court-issued paperwork, I delivered the papers

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1 to these managers." Again, it's unclear because the specifics
2 are not stated, but the phrasing suggests that Mr. Isaac
3 initiated conversations with various garage managers.

4 So we need to flesh out the facts. We need to figure
5 out whether or not orders were or were not obeyed, and we need
6 to figure out ultimately whether individual garage managers who
7 opted out did so because of pressure or fear.

8 MR. WEBER: Thank you for that clarification, your
9 Honor.

10 THE COURT: So I'm happy to hold the hearing this
11 week. I could do it tomorrow. I'll let counsel, at the
12 conclusion of this hearing, compare their schedules and we'll
13 set a hearing date. And we'll start with Mr. Isaac and any
14 other employee of Garage Management Corporation who had a
15 conversation with a garage manager who opted out.

16 MR. KAHN: Your Honor, if I may inquire?

17 THE COURT: Yes, Mr. Kahn.

18 MR. KAHN: Thank you. Will the Court conduct the
19 inquiry or is counsel invited to question Mr. Isaacs and any
20 other witnesses?

21 THE COURT: Counsel will start the inquiry.

22 MR. KAHN: Will examine.

23 THE COURT: I'll feel free to ask questions.

24 MR. KAHN: Thank you, Judge.

25 THE COURT: Okay. There was a request in these

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1 letters to extend the opt out period. That's denied.

2 I will want from Mr. Kahn an affidavit about mailing,
3 to certify that the mailings were sent on or about
4 November 23rd to the addresses that were provided by the
5 defendants.

6 Do you have any problems with that, Mr. Kahn?

7 MR. KAHN: None whatsoever, Judge.

8 THE COURT: When can you get that in?

9 MR. KAHN: I'll have that when we appear in court this
10 week.

11 THE COURT: Okay, good.

12 Let's turn to the time card issue. This issue has
13 enormous significance for the calculation of damages, at least
14 it would appear to have that impact from the defendants'
15 submission. It's unclear to me, based on the parties' letters,
16 when the defendants first notified plaintiffs' counsel that
17 they were taking the position that the payroll records were not
18 reliable.

19 MR. KAHN: Your Honor --

20 THE COURT: And that the time cards reflected
21 different hours worked each week than is reflected in the
22 payroll records.

23 MR. KAHN: Your Honor, I know that date. It was in a
24 letter addressed to Judge Gornstein that I was copied on, dated
25 December 7, and delivered to me by e-mail on December 7. I

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1 believe in the afternoon, although I'm not sure of that.

2 THE COURT: Okay.

3 MR. KAHN: Pearl Harbor Day, for sure.

4 THE COURT: So, Mr. Weber, why don't you address this
5 situation, to the extent you have something you'd like to say.

6 MR. WEBER: Thank you, your Honor.

7 As your Honor knows, we, the defendants, took the
8 position that garage managers were exempt; that they worked --
9 since they were exempt, actual hours didn't matter. Whether
10 they worked 20 hours or 100 hours, they're exempt managers;
11 doesn't matter from an overtime point of view.

12 When your Honor ruled contrary to that, that they were
13 non-exempt, we had discussions with Mr. Kahn and we offered for
14 him to come and see the actual time records at GMC -- and
15 they're quite extensive -- to show that times varied when they
16 and -- when they started and when they ended. Those are the
17 actual hours worked. We never obviously thought that was
18 relevant, because they're exempt; didn't matter what their
19 hours were.

20 Now, as your Honor may recall, the treatment of the
21 managers is complex because they're covered by a collective
22 bargaining agreement, and there's certain ramifications as to
23 benefits, et cetera. So they track their hours, even though it
24 didn't matter, from their perspective, until your Honor ruled
25 against them, whether they worked 40, 50 or 60.

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1 You may recall they got paid typically 50 or 60 hours.
2 They had sort of a salary, then they got this additional
3 compensation, EC, on a monthly basis which, arguably, was for
4 either overtime or a bonus, depending on how you looked at it.
5 Your Honor didn't feel it was for overtime or a bonus, and
6 ruled against us in that regard.

7 We never focused on, nor did we think it was relevant,
8 as to the actual hours worked, because they were exempt. Your
9 Honor ruled against us. We offered to Mr. Kahn to come see the
10 actual records. And we've since produced some, about a third
11 of the managers' actual time records as a sampling to show when
12 they actually worked.

13 That's how we get to this issue today. So when we had
14 payroll that showed 50 and 55 hours, that was because they
15 were, again, exempt and it didn't matter. They actually worked
16 different hours, which was what we're suggesting to Mr. Kahn,
17 which we offered him to look at our actual records.

18 THE COURT: Where did the hours come from that were in
19 the payroll records?

20 MR. WEBER: They've been historic. When you are a
21 manager, you got --

22 MR. KAHN: That's not the case.

23 THE COURT: Excuse me. Don't interrupt.

24 MR. KAHN: I'm so sorry. I apologize.

25 MR. WEBER: They had, simply had all these hours that

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1 they put down for each garage for each manager, 50 or 55,
2 typically.

3 THE COURT: But it wasn't a uniform number.

4 MR. WEBER: Correct, your Honor.

5 THE COURT: So where did the numbers come from?

6 MR. WEBER: When you say the "numbers," the 50 and the
7 55?

8 THE COURT: From the payroll records. There were
9 differences in the numbers.

10 MR. WEBER: The actual hours.

11 THE COURT: No. On the payroll records. There wasn't
12 just a set number recorded. It changed.

13 MR. WEBER: Yes. Some days they weren't -- they
14 didn't work, for example, for a week, there weren't any hours,
15 correct.

16 THE COURT: Right. They fluctuated.

17 MR. WEBER: Correct.

18 THE COURT: For an individual.

19 MR. WEBER: Correct.

20 THE COURT: Okay. So what did those fluctuations
21 reflect?

22 MR. WEBER: They were out for vacation, I think sick,
23 personal days. I believe that's what they reflected.

24 THE COURT: So you're saying their time was taken
25 account of in the payroll records to some extent, but not

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1 completely.

2 MR. WEBER: I'm not sure if it was -- when they didn't
3 work a week or a day, if it was for the benefit issued under
4 the collective bargaining or not, I'm not exactly sure why it
5 was reflected that way. I know there, clearly there are weeks
6 when, or days when they weren't paid, so to speak, for either
7 vacation or sick or personal days, is my understanding.

8 THE COURT: Okay.

9 When the issues with respect to the exemptions were
10 litigated before me, and certain documents were submitted in
11 connection with the summary judgment motion and certain
12 positions were taken by the parties, and it's my recollection
13 that at that time and in your, or in your motion papers the
14 defendants took the position that the payroll records reflected
15 the hours worked, including the overtime hours.

16 MR. WEBER: Your Honor, I think we -- correct me, I
17 may be mistaken, I think we argued that they worked 50 or 55
18 for overtime purposes, plus the extra compensation to show that
19 they were exempt, not that those were the actual hours. I
20 don't think anybody -- I don't think we said those are the
21 actual hours worked. I could be wrong. I have to look at our
22 submission. I'm quite sure we --

23 THE COURT: Okay. I will want counsel to look at your
24 summary judgment papers and every other submission to the Court
25 before December 7th that reflects the position the defendants

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1 have taken on this. I know there was no suggestion that the
2 payroll records weren't reliable. as I noted in my opinion, and
3 this was what I understood the parties' position to be; that
4 is, both the defendants and the plaintiffs, that the payroll
5 records reflected the variations in wages based on the number
6 of hours worked during a pay period, and that the defendants do
7 not suggest that these records are inaccurate.

8 MR. WEBER: I think we submitted documents that showed
9 the garage managers were scheduled for those hours, the 50 or
10 the 55, typically.

11 THE COURT: Well, it will be interesting to look at
12 your motion papers, but I don't think that's how it was
13 presented.

14 And, in fact, I think what was presented was the
15 picture that people used time cards, and as a result people
16 punched in and punched out of work, and that the payroll
17 records reflected the actual hours worked.

18 There was a huge discussion, as I remember, whether or
19 not the deposits were made after hours or during the work day
20 and how close the depository was; so how much extra time it
21 would have taken to walk over and make the deposit at the, let
22 me say district office or whatever.

23 MR. WEBER: Correct.

24 THE COURT: And so the whole motion practice was
25 litigated in the context as if the payroll records included

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1 every hour worked, not more, not less, but because of a system
2 that was in place. And, as a result, my rulings applied what
3 the parties were in, as I understood it at that time, in an
4 undisputed way describing as the system that was in place to
5 record the actual hours worked by the employees, and everybody
6 made arguments based upon that record.

7 Now, the ruling that I issued in August, in some ways,
8 wasn't a surprise, since similar issues had been litigated in
9 the past for a different category of employees, as I remember
10 from the opinion.

11 MR. WEBER: I'm not sure I understand that part, your
12 Honor.

13 THE COURT: Let me see if I can find what I'm
14 referring to. It's on page 16 of my opinion where I referred
15 to a Department of Labor investigation with respect to GMC's
16 practices in paying its parking attendants, where GMC had used
17 a bonus system there that was similar to the EC bonuses that
18 are at issue here. So that's what I was referring to.

19 But, in any event, it seems to me, and I'll give
20 everybody a chance to pull together the briefing and the
21 discovery exchanges or whatever, prior to December 7th that
22 would have indicated that the defendants were or were not
23 taking a position that the payroll records reflected the hours
24 that the garage managers worked.

25 The implication of this I think is not small. Because

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1 we have, as set forth in the scheduling order from October, a
2 March trial date, March 12th, and the pretrial order is due
3 this month, February 17th, just days from now. So it raises,
4 in my mind, whether it is fair to alert plaintiffs on
5 December 7th for the first time that the defendants are no
6 longer taking the position that the payroll records are
7 accurate, and that instead what's going to be necessary is for
8 the parties to engage in extremely burdensome and detailed
9 examination of the time cards.

10 Now, it sounds like the defendants have been doing
11 this for some time, and it is expensive and burdensome.

12 MR. WEBER: We hope to get summaries, and we have
13 given summaries to Mr. Kahn on some of them.

14 MR. KAHN: No, that's not correct, sir.

15 MR. WEBER: On the 24 we gave you?

16 MR. KAHN: No. Your Honor, may I?

17 THE COURT: So the plaintiffs would have a right to
18 investigate the time cards themselves and do your own analysis
19 and testing. Time cards may or may not be accurate, of course.
20 I don't know if they're complete, and it raises a whole other
21 set of issues.

22 So this issue has the potential for transforming the
23 nature of this litigation, make it far more expensive and
24 burdensome for all at the end of the discovery period and the
25 end of the period, the period during which you would have

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1 expected people to be focusing on preparing of the pretrial
2 order and getting ready for trial.

3 MR. WEBER: We had offered Mr. Kahn that opportunity
4 to come in and look at the records sometime ago.

5 THE COURT: Well, without indicating to him that it
6 was because you didn't think the payroll records were reliable
7 or accurate, no one would expect that you need to spend the
8 time and resources to look at the underlying time cards. You
9 would use, in most systems, you know, the summary documents
10 which would be the weekly payroll records as opposed to daily
11 punch cards.

12 MR. WEBER: You're using language, your Honor, that I
13 take exception to. Mr. Kahn was very well aware of what
14 defendants' position was. When your Honor ruled against us,
15 there was discussion with my colleague and Mr. Kahn about
16 coming in to see the actual punch -- the actual time records
17 because that's what our position is. If we're going to be non-
18 exempt treated, if the manager is going to be non-exempt, you
19 have to look at the actual hours.

20 As your Honor noted, and it was -- it should have been
21 I think apparent, when there was an issue of when individuals
22 punched in and out of to drop off the cash receipts, that that
23 was what we looked at. That's -- not they're going to be
24 non-exempt. You have to look at when they worked.

25 I don't think it's as big a -- maybe it is -- but

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1 we're certainly working on summaries so Mr. Kahn can look at
2 them and see them, that these are the actual hours worked. I
3 don't think it's a surprise, and we certainly said come in and
4 look at them some time ago, after your Honor ruled.

5 THE COURT: Okay, thank you.

6 Mr. Kahn.

7 MR. KAHN: Yes, just a very few things, your Honor.

8 Mr. Weber has, I believe, told the Court in his
9 February 3rd letter that there are approximately 24,000 time
10 cards. I have received a stack of time cards that's about
11 18 inches high. I've not counted it, but it's far less than
12 24,000 people.

13 Even as recently as December 7, when Mr. Weber first
14 raised this defense, he had at that time said that they had
15 sampled time cards only of about a dozen employees. So even as
16 recently as December 7, Mr. Weber's client hadn't done this
17 very work he's talking about. This was clearly a new idea.

18 Certainly, as the Court noted, I was not at all
19 motivated to look at the time cards when there had been a
20 representation that the payroll records were accurate all
21 along.

22 I've also not received any summary or any indication
23 of what these, even this 18-inch stack of time cards means.
24 All I got was a cover letter from Mr. Weber, I believe on
25 January the 18th, although I'm not certain of the date, stating

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1 here are some time cards from some employees, in substance.
2 And they weren't the complete time cards of any employee.
3 There was no indication of how these time cards fit into this
4 new theory. There was never an offer to look at time cards for
5 this new theory until December 7. Discovery closed I believe
6 last March, certainly many months before the summary judgment
7 motions.

8 THE COURT: Well, that was with respect to, if I
9 remember correctly, the named plaintiffs.

10 MR. KAHN: I think all fact discovery closed in March,
11 your Honor, I believe.

12 THE COURT: Okay.

13 MR. KAHN: Thank you, Judge. And I'm sorry for my
14 heat, if it doesn't shed light.

15 THE COURT: Okay. So why don't we work on a schedule
16 where sometime this week counsel can pull together the prior
17 exchanges, either in response to discovery requests or in
18 connection with the motion practice in which there were
19 representations about the payroll records and the pay stubs,
20 which would or would not cause plaintiffs to understand that
21 these records that the defendants were taking the position that
22 these records reflected the actual hours worked. And we'll
23 take a pause at the end of this conference for counsel to talk
24 with each other about when this week that would be convenient
25 for them to do.

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1 Now, those are the two issues I have.

2 Let me just make sure that counsel don't have
3 something else. Mr. Kahn?

4 MR. KAHN: Not at this time, your Honor. Mr. Weber
5 and I are discussing the admissibility of one piece of
6 evidence, but we haven't talked about that within the last
7 several weeks. So I don't know that it would be fair to him or
8 to the Court to bring that to your attention. Hopefully we'll
9 resolve it, but if not -- but that's a smaller issue, your
10 Honor.

11 THE COURT: Okay.

12 MR. KAHN: I would, your Honor, if I might just talk
13 about the schedule for a moment. With this press of many new
14 things, your Honor, I don't know about Mr. Weber's firm, but
15 certainly I'm a little bit further behind where I thought I
16 would be with a preparation of the pretrial materials.

17 I'm wondering if the Court does not -- is not inclined
18 to put off the trial date -- and I would not object to that
19 being pushed back a short while, if the Court wanted to -- I
20 would hope that the Court might not be inconvenienced if we at
21 least put back the pretrial submission date.

22 So I guess I would ask for both, but be very happy to
23 get one, Judge.

24 MR. WEBER: Your Honor, in that regard, I have a trial
25 before Judge Baer on March 12th, scheduled for March 12th as

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1 well. So I would join with Mr. Kahn in requesting an extension
2 of both the pretrial and the trial date.

3 MR. KAHN: And I might just add one further thing,
4 your Honor. My adversaries have always been very courteous to
5 me. Elias, his family's expecting their first kid on about
6 March 1. He's been the main attorney, besides Mr. Weber,
7 involved in this.

8 THE COURT: Congratulations.

9 MR. ELIAS KAHN: Thank you.

10 MR. KAHN: I certainly wouldn't want to be
11 responsible for interfering.

12 MR. WEBER: We appreciate that, Mr. Kahn. And it
13 would maybe facilitate a number of issues, your Honor, if we
14 could adjourn the trial date for a month.

15 MR. KAHN: Having said that, of course, we'll be
16 prepared on the 12th if your Honor wants.

17 THE COURT: Okay. Any other issue, Mr. Weber?

18 MR. WEBER: No, your Honor.

19 THE COURT: Okay, so we're going to go off the record
20 and just talk about scheduling for a moment.

21 (Off-the-record discussion)

22 THE COURT: Back on the record.

23 Counsel and I have just discussed scheduling issues,
24 and we're going to have a hearing on February 14th at 2:00
25 p.m., at which Garage Management employees who spoke with

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1 garage managers about the opt out issue or provided them
2 documentation with respect to the opt out issue will be
3 testifying. It may be Mr. Isaac alone, it may be more than
4 Mr. Isaac.

5 And with respect to the parties' joint request that
6 the pretrial order and trial dates be adjourned, we've agreed
7 that the pretrial order documents will be due March 19th, and
8 the matters will be placed on the trial ready calendar for
9 April 2nd.

10 At our hearing next week we're going to discuss
11 whether this trial proceeds as a jury or non-jury matter.
12 We're going to talk about whether the McLean and Ramirez cases
13 proceed together on the same date. That may be difficult if
14 one is jury and one is non-jury. Counsel are going to discuss
15 with each other their respective positions with respect to
16 whether the trial should proceed as a jury or non-jury trial.

17 And then this Friday counsel will provide to the
18 Court, with a cover letter no longer than two pages, those
19 writings they exchanged before December 7th in which the
20 defendants did or did not lead plaintiffs to understand that it
21 was the defendants' position that the payroll records and pay
22 stubs accurately reflected the hours worked by garage managers.

23 Thank you, counsel.

24 MR. WEBER: Thank you very much, your Honor.

25 MR. KAHN: Judge, thank you so much.

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(Adjourned)

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